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MACKAY & RANew, P.A.
ATTORNEYS AT LAW

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Thomas C. Ranew, Jr.

September 8, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32399-6327

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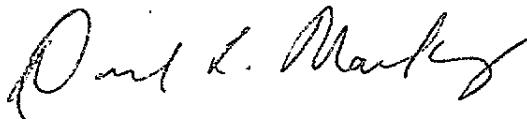
Re: Lear Media, Inc.

TO WHOM IT MAY CONCERN:

Enclosed is the original and one copy of Articles of Incorporation for Target Investing, Inc., together with our check in the amount of \$70.00, representing your filing fee. Please acknowledge receipt and filing of the articles on the acknowledgment copy which is enclosed and return it to me.

Thank you for your attention to this matter.

Very truly yours,



DAVID L. MacKAY
For the Firm

DLM/jf

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. DUTCH SEP 12 2000

ARTICLES OF INCORPORATION

OF

LEAR MEDIA, INC.

ARTICLE I - Name

The name of this corporation is **LEAR MEDIA, INC.**

ARTICLE II - Duration

The period of its duration is perpetual.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business and activities permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock and Voting Rights

The aggregate number of shares which this corporation shall have authority to issue and have outstanding at any time shall be 100 shares of common stock of par value of \$1.00 per share.

**ARTICLE V - Initial Registered Office,
Principal Office and Mailing Address**

The street address of the initial registered office, the principal office and mailing address of the corporation is 12 South Osceola Avenue, Orlando, Florida, 32801.

**ARTICLE VI - Initial Registered
Agent - Designation and Acceptance**


The name of the initial registered agent of this corporation is **TODD L. SMITH**, whose address is 12 South Osceola Avenue, Orlando, Florida, 32801, who signed these Articles of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by § 607.164, Florida Statutes.

ACCEPTANCE

I HEREBY ACCEPT the appointment as Registered Agent of **LEAR MEDIA, INC.** and agree to act in that capacity.



TODD L. SMITH, Registered Agent

ARTICLE VII - Board of Directors

The corporation shall initially have one (1) Director, who shall serve concurrent one-year terms. The number of Directors may be increased or decreased by amendment to the bylaws of the corporation. The name and address of the initial Director of this corporation are:

TODD L. SMITH

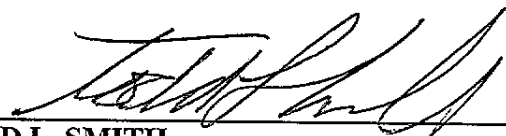
12 South Osceola Avenue
Orlando, Florida 32801

ARTICLE VIII - Amendment of Articles

These Articles of Incorporation shall only be amended by a unanimous vote of the shares carrying voting rights.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of September, 2000.

SUBSCRIBER:



TODD L. SMITH